



Crois Dhearg na hÉireann
Irish Red Cross

Irish Red Cross Constitution

Approved by Central Council of the Irish Red Cross 10/03/2012
Amended by General Assembly of the Irish Red Cross 24/05/2014,
28/11/2015

**Chapter I
General Provisions**

Article 1: Constitution of the Irish Red Cross	4
Article 2: Legal Status in Ireland.....	5
Article 2.1: Head Office	5
Article 3: Relations with other components of the International Red Cross and Red Crescent Movement	5
Article 3.1: Auxiliary Role of the Irish Red Cross.....	5
Article 4: The Emblem of the Irish Red Cross	6
Article 5: Amendment of the Constitution	6
Article 6: Membership.....	7
Article 6.1: Rights and duties of members	7
Article 6.2: Loss of the status of member	7

**Chapter II
Objectives and Tasks**

Article 7: General Objectives, Tasks and Powers of the Irish Red Cross	8
Article 8: Statutory Objectives	8
Article 9: Other Objectives and Activities.....	8

**Chapter III
Governing Bodies at Central Level**

Article 10: The Honorary President	10
Article 11: Bodies of the Irish Red Cross.....	10
General Assembly	10
Article 12: Composition	10
Article 13: Powers and Responsibilities.....	11
Article 13.1: Policy and Strategy	11
Article 13.2: Membership:	11
Article 13.3: Board of Directors:	12
Article 14: Conflict of Interest.....	12
Article 15: Sessions	12
Article 16: National Convention	12
The Board of Directors.....	12
Article 17: Composition	12
Article 18: Rotation of Board Members.....	13
Article 19: Powers	13
Article 20: Roles and Responsibilities of Directors	14
Article 21: Sessions and Procedures	14
Article 22: The Chairperson.....	14

Article 23: Expert Group.....	14
Article 24: Disputes.....	14
Article 25: The Membership and Disciplinary Committee.....	15
Article 26: The National Safeguarding Committee	15
Article 27: External Appeal Tribunal.....	15
Article 28: General	16
Article 29: Dissolution of the Irish Red Cross	16
Secretary General and Secretariat Staff	16
Article 30: Management	16

Chapter IV

Governing Bodies at Area and Branch Level

Article 31: Area Committees	17
Article 31.1: Composition of Area Committee	17
Article 31.2: Powers of Co-option Committee	17
Article 31.3: Area Committee Vacancy.....	17
Article 31.4: Area Committee Accounts.....	18
Article 31.5: Area Committee Rules.....	18
Article 32: Branches.....	18
Article 32.1: Branch Officers.....	18
Article 32.2: Branch Accounts.....	18
Article 32.3: Branch Committee	18
Article 32.4: Quorum.....	18

Chapter V

Financial Matters

Article 33: Preparation of Financial Statements.....	19
Article 34: External Audit of Financial Statements	19
Article 35: Annual Financial Budgets and Plans.....	19
Article 36: Powers of the Irish Red Cross	19
Article 37: Accounts of Areas and Branches	20
Article 38: Area and Branch Bank Accounts	20
Article 39: Inspection of Books of Areas and Branches	20

Chapter I

General Provisions

Article 1: Constitution of the Irish Red Cross

The Irish Red Cross Society was formally established on 1 July 1939 under the terms of the Red Cross Act 1938. Its constitution is based on the Geneva Conventions of 1949, their additional Protocols of 1977 and 2005 (the Geneva Conventions), to which Ireland is a party, Acts of the Oireachtas and relevant provisions of the international Red Cross and Red Crescent Movement. The Irish Red Cross shall be duty bound to contribute to the dissemination of knowledge about international humanitarian law including the Geneva Conventions, the organisation of the International Red Cross and Red Crescent Movement and the Fundamental Principles. The Irish Red Cross shall in all its work respect the following Fundamental Principles of the Red Cross and Red Crescent Movement (the Movement):

Humanity	The International Red Cross and Red Crescent Movement, born of a desire to bring assistance without discrimination to the wounded on the battlefield, endeavours in its international and national capacity to prevent and alleviate human suffering wherever it may be found. Its purpose is to protect life and health and to ensure respect for the human being. It promotes mutual understanding, friendship, cooperation, and lasting peace amongst all people.
Impartiality	It makes no discrimination as to nationality, race, religious beliefs, class or political opinions. It endeavours to relieve the suffering of individuals, being guided solely by their needs, and to give priority to the most urgent cases of distress.
Neutrality	In order to continue to enjoy the confidence of all, the Movement may not take sides in hostilities or engage in controversies of a political, racial, religious, or ideological nature.
Independence	The Movement is independent. The National Societies, while auxiliaries in the humanitarian services of their governments and subject to the laws of their respective countries, must always maintain their autonomy so that they may be able at all times to act in accordance with the principles of the Movement.
Voluntary Service	It is a voluntary relief organisation not prompted in any manner by desire for gain.
Unity	There can only be one Red Cross or one Red Crescent Society in any one country. It must be open to all. It must carry on its humanitarian work throughout its territory.
Universality	The International Red Cross and Red Crescent Movement, in which all Societies have equal status and share equal responsibilities and duties in helping each other, is worldwide.

Article 2: Legal Status in Ireland

The Irish Red Cross is officially recognised by the State, under the Red Cross Acts 1938 to 1954 as a voluntary aid society in accordance with the 1949 Geneva Conventions, and as the only National Red Cross in Ireland. It is a body corporate with perpetual succession and a common seal. The primary objects of the Irish Red Cross and its powers, organisation and procedures are as set out in the above Acts, Statutory Instruments and the provisions of this Constitution.

The Irish Red Cross is a registered Charity in Ireland.

Appendix I of the Operating Rules and Procedures attached to this Constitution detail the relevant statutory provisions as set out in primary and secondary legislation.

Article 2.1: Head Office

Unless otherwise decided by the General Assembly, the Head Office of the Irish Red Cross shall be in Dublin, Ireland.

Article 3: Relations with other components of the International Red Cross and Red Crescent Movement

The Irish Red Cross was recognised by the International Committee of the Red Cross (ICRC) on 2 November 1939 and became a member of the International Federation of Red Cross and Red Crescent Societies (IFRC) on 24 November 1945.

The Irish Red Cross shall fulfil the conditions laid down in Article 4 of the Statutes of the Movement and its relations with the other components of the Movement shall be in conformity with Article 3 of the Statutes of the Movement.

The Irish Red Cross shall also be bound by the obligations laid down in Article 8 of the Constitution of the International Federation of Red Cross and Red Crescent Societies.

Article 3.1: Auxiliary Role of the Irish Red Cross

The Irish Red Cross as an auxiliary to the public authorities in the humanitarian field has a duty to consider seriously any request of the public authorities to carry out humanitarian activities falling within its mandate.

In relation to the public authorities the Irish Red Cross shall maintain an autonomy which allows it to act at all times in accordance with the Fundamental Principles and shall refrain from undertaking actions which conflict with the Fundamental Principles or the Statutes of the Red Cross and Red Crescent Movement or its mission. The public authorities shall at all times respect the adherence by the Irish Red Cross to the Fundamental Principles.

Appendix II of the Operating Rules and Procedures reproduces Resolution 2 of the 30th International Conference of the Red Cross and Red Crescent which outlines the specific nature of the International Red Cross and Red Crescent Movement in action and partnerships and the role of National Societies as auxiliaries to the public authorities in the humanitarian field.

Article 4: The Emblem of the Irish Red Cross

The Irish Red Cross has as emblem, the heraldic sign of the red cross on a white background. The Irish Red Cross shall use the red cross emblem as its logo in accordance with the 1949 Geneva Conventions and their Additional Protocols of 1977 and 2005, relevant national law, including in particular the Red Cross Act 1938 [as amended by Red Cross Act, 1954, and Geneva Conventions (amendment) Act 1998], and the 1991 Regulations on the use of the Emblem by National Societies.

The Board of Directors shall be responsible for establishing appropriate internal regulations on the use of the emblem in accordance with the above mentioned instruments

Article 5: Amendment of the Constitution

Presentation of a proposal to amend the Constitution requires the submission of the proposal in writing to the Board of Directors at least thirty days prior to the known date of the General Assembly. The Board of Directors shall distribute the amendment proposal without delay and no later than fourteen days before the date of the next meeting of the General Assembly (Ordinary or Extraordinary).

A proposed amendment to the Constitution can only be brought forward by (a) one or more Area Committees and containing the signature or endorsement of at least five members of the General Assembly and/or (b) the Board of Directors. The General Assembly may set out from time to time procedures to be followed in this regard.

Amendment of the Constitution requires acceptance of the amendment proposal by a two-thirds majority of those present and voting at a meeting of the General Assembly (Ordinary or Extraordinary) providing that the required quorum is present.

Following adoption by the General Assembly any proposed amendment to the present Constitution shall be submitted to the Joint ICRC/ International Federation Commission for National Society Statutes and the recommendations of the Commission shall be taken into account before such amendments may be adopted by the General Assembly. This is in line with the obligations defined in Resolution VI of the 22nd International Conference (Tehran, 1973) and Resolution XX of the 24th International Conference (Manila, 1981)

This amended Constitution shall enter into force when the necessary statutory order is signed by the Minister for Defence.

Article 6: Membership

Membership of the National Society is open to everyone without any discrimination based on race, sex, religious beliefs, language, class or political opinions.

In accordance with Article 13.2 (b) of the Constitution, membership categories may include associate membership, family membership, volunteer membership, active membership and honorary membership. The General Assembly may establish membership categories in accordance with the membership regulations adopted by the Irish Red Cross from time to time;

Article 6.1: Rights and duties of members

Members have the following duties:

- 1) to adhere to and disseminate the Fundamental Principles;
- 2) to promote the work of the Irish Red Cross;
- 3) to recognise and obey the Irish Red Cross Constitution and Operating Rules and Procedures¹;
- 4) to pay the annual subscription (if applicable);
- 5) to participate actively in the work of the Irish Red Cross.

Members have the following rights:

- 1) to elect and be elected to the Governing Bodies of the Irish Red Cross;
- 2) to participate and vote in the meetings of the local area and branch and, if elected, in the General Assembly and Board of Directors;
- 3) to present proposals and raise issues with any authority through the structures of the Irish Red Cross.

Article 6.2: Loss of the status of member

Any member may give notice of resignation in writing at any time but is encouraged to give 30 days notice of such a decision.

In accordance with Article 26 of the Constitution, the Irish Red Cross through the Membership and Disciplinary Committee may remove or refuse membership of the Irish Red Cross. An External Appeal Tribunal (Article 27) shall be provided so as to ensure that no member is unjustly treated, and that the procedure is fair and in accordance with national law. It shall furthermore specify such grounds as may constitute serious cause.

Serious cause for the purpose of expulsion is defined as the display of character or morality incompatible with the seven Fundamental Principles or engagement in activities which are detrimental to the reputation or the activities of the Irish Red Cross.

¹ Including the duty to respect and to help protect the emblem.

Objectives and Tasks

Article 7: General Objectives, Tasks and Powers of the Irish Red Cross

The principal objective of the Irish Red Cross in its humanitarian activity is to prevent and alleviate suffering with complete impartiality, making no discrimination as to nationality, race, gender, sexual orientation, religious beliefs, language, class or political opinions.

Article 8: Statutory Objectives

The primary statutory objects of the Irish Red Cross are:

- a) To furnish volunteer aid to the sick, wounded and shipwrecked at sea of armed forces in time of war;
- b) To furnish relief to prisoners of war and to such civilians as are protected persons;
- c) In time of peace or war to carry on and assist in work for the improvement of health, the prevention of disease and the mitigation of suffering throughout the world;
- d) To act in case of armed conflict, and in peacetime to prepare to act, in all the fields covered by the 1949 Geneva Conventions and their Additional Protocols of 1977 and on behalf of all war victims, both civilian and military.

The Irish Red Cross is also authorised by Statute to engage in any activities of a humanitarian character which it considers suitable and to make, at its discretion, charges in connection with engaging in any such activity. It also has the authority to provide an ambulance service and to make, at the discretion of the Irish Red Cross, charges with respect to persons availing themselves of the ambulance service.

Article 9: Other Objectives and Activities

For this purpose, the other objectives and activities of the Irish Red Cross are in particular:

- a) To contribute to the improvement of health, the prevention of disease and the mitigation of suffering throughout the world;
- b) To organise, within the scope of the Major Emergency Framework, emergency relief services and resources for the victims of disasters, howsoever caused;
- c) To provide such First Aid training, ambulance, rescue, emergency and post emergency relief services as may be deemed appropriate;
- d) To provide such other community and humanitarian services and activities as may be determined from time to time;

- e) To educate the population on how to respond to disasters, howsoever caused;
- f) To promote the participation of children and young people in the work of the Irish Red Cross with particular reference to Irish Red Cross Youth;
- g) To promote the Fundamental Principles of the Movement and those of international humanitarian law in order to develop humanitarian ideals among the population, and in particular among children and youth;
- h) To strive towards gender balance within all areas of the work and the organisation of the Irish Red Cross;
- i) To promote mutual assistance and co-operation with public authorities at all levels, and co-operate with other partners within and outside the Movement;
- j) To recruit, train and assign such personnel as are necessary for the discharge of its responsibilities;
- k) To co-operate with the public authorities to ensure respect for international humanitarian law and to protect the Red Cross and Red Crescent emblems:
- l) To recruit, train and assign such personnel, staff and volunteers as are necessary for the discharge of its responsibilities; and
- m) To carry out Restoring Family Links services (tracing and messaging services) insofar as our resources allow.

Chapter III

Governing Bodies at Central Level

Article 10: The Honorary President

The President of Ireland, in accordance with legislation, is Honorary President of the Irish Red Cross. This shall be a non-executive position and the President shall serve as the sole Patron of the Irish Red Cross.

Note: All communication with the President and the President's office (including Area/Branch invitations) will be done solely through the Chairman of the Society.

Article 11: Bodies of the Irish Red Cross

The bodies of the Irish Red Cross shall be:

1. The General Assembly
2. The Board of Directors
3. The Secretary General and Management

General Assembly

Article 12: Composition

The General Assembly represents the National Society as a whole. It is composed of:

- a) The Chairperson, Vice Chairperson, Secretary and Treasurer;
- b) Elected Representatives from Areas;
- c) One member elected by Irish Red Cross Youth;
- d) The National Directors of Units, Health & Social Care and Youth;
- e) Such a number of outstanding individuals (no more than 10%), who are not members of the Irish Red Cross for more than 3 years at the time of their selection, who will be chosen by a Nomination Committee of the General Assembly. These individuals will be chosen for their specific competencies or because of their interest in the Irish Red Cross;
- f) Two people nominated to the Board of Directors by the Chairperson;
- g) Stakeholder Representatives from Government or State sector (no more than 10%);
- h) At least 75% of the General Assembly must be elected by Areas.

The term of office of General Assembly members shall be three years.

Working Group Chairs are appointed by the General Assembly. Where a Working Group chair is not already a member of the General Assembly, they shall be invited to attend with observer status.

Article 13: Powers and Responsibilities

The General Assembly is the highest deliberative authority of the Irish Red Cross. Its powers and responsibilities include:

Article 13.1: Policy and Strategy

- a) To monitor, respect and ensure the permanent application of the Fundamental Principles and aims of the International Movement of the Red Cross and Red Crescent; as well as policies and guidelines approved by the International Conference of Red Cross and Red Crescent, Council of Delegates and the International Federation's General Assembly;
- b) To approve Irish Red Cross strategic policies, guidelines and strategic objectives.
- c) To elect the Board of Directors and act as the accountability forum for the Board;
- d) To approve the annual activity report and financial accounts presented by the Board of Directors;
- e) To approve any new Irish Red Cross Constitution after appropriate consultation with the Joint ICRC/ International Federation Commission for National Society Statutes;
- f) To decide about any other matter or issue referred by the Board, or a part of the General Assembly, as established by the statutes and internal regulations;
- g) To ensure that its Constitution and operating rules are up-to-date and monitor the compatibility of relevant national laws with the objectives of the Movement;
- h) To discharge any other functions established by the Irish Red Cross legal base currently or in the future;
- i) To appoint Chairpersons of relevant Advisory/ Working Groups e.g. finance/audit, fundraising, governance, training, international activities, medical;
- j) In extremis, to approve the winding down and closure of the Irish Red Cross by following the process and conditions established by its legal and constitutional bases.

Article 13.2: Membership:

- a) To establish new Areas, alter or amend the boundaries of Areas and disestablish Areas;
- b) To decide on the categories of membership of the Irish Red Cross which may include, inter alia, associate membership, family membership, volunteer membership, active membership and honorary membership, in accordance with the membership regulations adopted by the Irish Red Cross from time to time;
- c) To determine the amount of subscription fee(s) for the various grades of membership;
- d) To provide for rules for refusal of membership and removal of Irish Red Cross membership as set out below in the Constitution and in the operating rules of the Irish Red Cross.

Article 13.3: Board of Directors:

- a) To elect the designated number of Board members from among the General Assembly members including Chairperson and Vice Chairperson who shall also be Chairperson and Vice Chairperson of the General Assembly;
- b) To evaluate the Board members performance based on reports from the Board and decide on the removal/replacement of any of them if approved by majority of the General Assembly's members. Reasons for removal of a Board member may include (but not be limited to) non attendance at meetings, non compliance with the internal Code of Conduct or non compliance with their obligations as Trustees of the Irish Red Cross under relevant legislation.
- c) To approve/refuse any resignation presented by the Chair or any of the other board members.

Article 14: Conflict of Interest

Members of the governing bodies shall act solely in the interest of the Irish Red Cross. In the event that a member of the governing bodies obtains a high-ranking position in the public service or a political party (as per IFRC Governance Guidelines 2007), he or she should resign from his or her functions within the Irish Red Cross. Failing that and as a minimum, the member shall do his or her utmost to ensure that his or her functions do not give rise to a conflict of interest. In the event of a conflict of interest, the member shall abstain from taking part in decision-making and the said conflict shall be resolved in the sole interest of the Irish Red Cross.

Article 15: Sessions

The General Assembly meets in ordinary session at least twice every year. Extraordinary sessions of the General Assembly are held on the initiative of the Chairperson or at the request of 12 General Assembly members.

Article 16: National Convention

The Irish Red Cross may convene a National Convention at recommended intervals of every five years. This shall be at a place and time to be decided by the General Assembly. Each Branch and Area may send delegates from its members to attend the national convention. The number of delegates will be determined by the General Assembly.

The Board of Directors

Article 17: Composition

The Board of Directors is the body governing the Irish Red Cross between sessions of the General Assembly. It is composed of:

1. The Chairperson, Vice Chairperson, Treasurer and Secretary which are elected from the General Assembly and eight other members which are also elected from the General Assembly membership;

2. Two external members (non General Assembly), nominated by the Chairperson, in consultation with the Board of Directors, for their specific competencies, expertise or because of their interest in the Irish Red Cross.

There may only be a maximum of four Government Representatives on the Board.

The Chairperson will endeavour to develop a diverse, gender balanced and effective Board, with a sufficiently diverse range of skills, experience and knowledge to run the organisation effectively

The Secretary General participates in meetings of the Board of Directors, in an advisory, non voting capacity.

The term of office of the members of the Board of Directors is three years.

Article 18: Rotation of Board Members

In order to reflect best practice, the Board of Directors of the Irish Red Cross shall adhere to the principle of rotation.

Members of the Board of Directors shall:

- a) Be elected for a three year term, with 1/3 of the board elected each year;
- b) Be elected for three-year terms and be eligible to stand for an additional three-year term;
- c) After two consecutive terms on the Board, be required to stand down for one three-year term;
- d) Be elected for a term of three years unless they resign or fail to be a member of the General Assembly.

Where a Board member is unable to complete their full term as a member of the Board, the General Assembly may appoint a person to fill the vacancy so caused, and the person thus appointed shall hold office for the residue of the term of office.

The curricula vitae of potential Directors will be circulated in advance of the elections for the above mentioned posts. Candidates must be members of the General Assembly of the Irish Red Cross.

Article 19: Powers

The Board of Directors is elected by the General Assembly. It is vested with all the powers necessary for carrying out the aims of the Irish Red Cross.

- a) Draw up, approve or amend all subsidiary regulations, rules and procedures which are necessary in order to give effect to the Irish Red Cross Constitution including rules of procedures; e.g. financial regulations, uniform regulations, election procedures etc.;

- b) Propose to the General Assembly, for its approval, any modification/revision of the existing Constitution;
- c) Set up such ad hoc committees and/or sub groups as it deems desirable or necessary for carrying out these tasks;
- d) Decide about the changes and modifications of the Irish Red Cross organigram/structure needed to adapt to the continuous changes of the organisation and population needs.
- e) To establish an interview panel and approve recommendations from same for the appointment of the National Directors of Units, Youth and Health & Social Care.

Article 20: Roles and Responsibilities of Directors

Directors roles and responsibilities are outlined in a Statement of Directors Roles and Responsibilities. On appointment to the Board, Directors will sign this Statement in acknowledgement of their obligations.

Article 21: Sessions and Procedures

The Board of Directors meets in ordinary session at least six times per annum. Extraordinary sessions of the Board of Directors are held at the initiative of the Chairperson, at the request of one-third of its members or at the request of the Secretary General and with the approval of the Chairperson. Where warranted and agreed, incorporeal meetings of the Board may take place.

Article 22: The Chairperson

The Chairperson is responsible for representing at national and international level the National Society on behalf of the General Assembly. S/he is accountable to the General Assembly and to the Board during the period between General Assembly sessions.

Article 23: Expert Group

An expert group shall be set up as an advisory group made up of experienced persons who have served at senior levels of the Board or General Assembly as well as experienced external members. The expert group shall advise the Board of Directors as required.

Article 24: Disputes

In the case of a dispute arising between the members and the Committee or Officers of a Branch, or between Branches within an Area, the question in dispute shall be decided finally by the Area Committee. Disputes arising between Branches in different Areas or between Areas, shall be referred to and decided by the Board of Directors. In any dispute between Branches and the Area Officers or Area Committee, the question shall be decided by the Board of Directors.

Article 25: The Membership and Disciplinary Committee

The General Assembly shall nominate two non-members with specific competencies and four or more members as a Membership and Disciplinary panel. The panel should be constituted to reflect the regional diversity of the Society. This panel will serve a three year term and a Membership and Disciplinary Committee will be convened, as required, by the Board of Directors or directly by the General Assembly. Such a committee will consist of two non-members and three members, selected from the panel from regions not involved in the substance of the investigation and will be chaired by one of the non-members. This committee shall record its decision-making processes.

The Membership and Disciplinary Committee shall meet as requested by the Board of Directors or the General Assembly to consider and make decisions on matters referred to it by the Board of Directors or the General Assembly.

Article 26: The National Safeguarding Committee

A standing committee will be established to:

- ensure the protection of young people, vulnerable persons and those who work with them in the IRC.
- assess volunteers and staff applications where previous convictions or prosecutions whether successful, unsuccessful, pending or completed, have been flagged by the Garda Central Vetting Unit.

The objectives of the committee are:

- to advise the organisation in relation to Child Protection, Garda Vetting and the protection of vulnerable persons
- to ensure the implementation and adherence to the Safeguarding policies and to recommend updates as necessary to the Board
- to provide Safeguarding Awareness training to all members and staff
- to train Safeguarding Trainers
- to advise and make recommendations in relation to Child Protection and Garda Vetting and the protection of vulnerable persons issues that arise and
- to act in accordance with best practice guidelines,
- to advise the Board regarding compliance with relevant legislation

The terms of reference for this group along with the Child Protection Policy and Garda Vetting Policy are set out in the Irish Red Cross Operating Rules and Procedures under Appendix IV.

Article 27: External Appeal Tribunal

A final external appeal facility shall be provided against decisions to remove from membership of the Irish Red Cross or refuse membership to the Irish Red Cross. The External Appeal Tribunal shall comprise of up to three external individuals with one cast as Chairperson. The External Appeal Tribunal shall be nominated by the General Assembly or, where not nominated or available, by the Board of Directors on its behalf.

The final appeal tribunal shall be independent in the exercise of its function and shall have suitable expertise in this role.

Article 28: General

Any matter not provided for in the Constitution shall be dealt with as the General Assembly or the Board of Directors considers appropriate.

Article 29: Dissolution of the Irish Red Cross

The Irish Red Cross can only be dissolved by a decision of the General Assembly taken with a quorum of two thirds of its members and by the majority of those present and voting following notice of such a motion. If upon the winding up of the organisation there remains any funds or property the same will be transferred to local communities through respectable national charity organisations. Notification of winding up should be forwarded to the Revenue Commissioners together with a final set of accounts and details of how any residual funds at the time of dissolution were distributed.

Secretary General and Secretariat Staff

Article 30: Management

The Secretary General is the full-time senior executive of the Irish Red Cross. The Secretary General shall be appointed by the Board of Directors and is accountable to the Board. The contract of appointment between the Irish Red Cross and the Secretary General shall be drawn up by the Board of Directors in accordance with the relevant provisions in the Rules and Procedures.

The functions of the Secretary General are outlined in detail in Rule 7 of the Operating Rules and Procedures.

In carrying out her/his functions the Secretary General shall keep the Board of Directors informed via Board meetings, and between meetings, through the Chairperson.

The Secretary General shall participate in the sessions of the General Assembly and the Board of Directors in an advisory, non voting capacity.

The staff of the Secretariat shall report to the Secretary General and they shall be accountable to him/her for their performance.

Chapter IV

Governing Bodies at Area and Branch Level

Article 31: Area Committees

An Area Committee shall be established in each Area. In order to be an independent Area with associated rights, an Area must consist of 3 branches with a total of 50 or more members (commencement date May 2018). Where an Area Committee does not function in an Area, the Board of Directors shall take such action as seems appropriate to them in the interests of the Irish Red Cross.

The Board of Directors, after due enquiry, shall have power, if dissatisfied with the management of an Area Committee or Branch Committee, to dissolve such Area Committee or Branch Committee and thereupon it shall cease to be an Area or Branch Committee.

In any Area wherein only one Branch is established, such Branch Committee shall be governed by the nearest Area Committee (commencement date May 2018). Each Branch in the Area shall affiliate with the Area Committee.

Article 31.1: Composition of Area Committee

The Area Committee shall consist of two persons appointed from each Branch or Branches in the Area, ex officio members and co options (if any) (except as provided for in Article 31).

Article 31.2: Powers of Co-option Committee

The Area Committee may, if it considers that the circumstances warrant it, co-opt not more than ten persons, seven of who must be members of the Irish Red Cross, who are not representatives of any of the Branches and three positions reserved for non members whose expertise will enhance the committee. Following the agreement of the Area Committee non members who are co-opted must become IRC members. Such co-opted persons shall have the same powers and duties within the Area Committee as representatives chosen by the Branches, and any of the co-opted persons may be chosen for any position on the committee.

Article 31.3: Area Committee Vacancy

Members of the Area Committee shall hold office for one year, i.e., from 1st May to 30th April next following. Whenever a vacancy occurs amongst the members of the Area Committee by reason of the death or resignation of a member, the Branch whose representative such a member was, shall be entitled to elect a representative to fill the vacancy thus created, and such representative shall, unless he sooner dies or resigns, hold office until the 30th April next following his election.

Article 31.4: Area Committee Accounts

Rules and regulations regarding the financial affairs of Areas are covered in Chapter V of the Irish Red Cross Constitution and may be changed by a decision of the Board of Directors.

Article 31.5: Area Committee Rules

Area Committees shall adopt a code of Rules and Bye-Laws for the conduct of its business in accordance with guidelines approved by the General Assembly. Any Rule not in accord with the Rules of the Irish Red Cross shall be null and void. The Rules must be sanctioned by the Board of Directors before coming into operation.

Article 32: Branches

Branches of the Irish Red Cross shall be composed of the members of the Irish Red Cross within its district or districts. For a group to constitute as a Branch it must have 15 or more members **commencement date May 2018**. For purposes of this constitution, a member is defined in the Volunteer Policy of the Irish Red Cross which may be amended by the Board of Directors with the approval of the General Assembly. See Operating Rules for Classifications of Branches.

Article 32.1: Branch Officers

The Officers of a Branch shall be Chairperson, Vice Chairperson, Honorary Treasurer and Honorary Secretary. They shall be elected by the members at a meeting of the Branch to be held in the month of January each year. The Operational Officer's shall be ex officio members of the Branch Committee, but shall not hold the office of Chairperson or Vice-Chairperson.

Article 32.2: Branch Accounts

Rules and regulations regarding the financial affairs of Branches are covered in Chapter V of the Irish Red Cross Constitution and may be changed by a decision of the Board of Directors.

Article 32.3: Branch Committee

The Officers of the Branch, with not less than three or more than seven members (who shall be elected at the Annual General Meeting) shall hold office from February 1st to January 31st following, and, with the operational Officers, form the Branch Committee. Branch Committees shall hold meetings regularly at least once each quarter.

Article 32.4: Quorum

The quorum for an ordinary meeting of the Branch shall be four. The four should be made up of a minimum of 2 Branch Officers and a minimum of two elected Committee members.

Chapter V

Financial Matters

Article 33: Preparation of Financial Statements

The Irish Red Cross will prepare and publish annual financial statements for the period January 1st- December 31st. Those financial statements will be consolidated including all Area, Region and Branch Accounts of the Irish Red Cross nationwide as well as international activities of the Irish Red Cross. These will be completed in a manner that meets the obligations of the Society under relevant legislation.

Article 34: External Audit of Financial Statements

The financial statements shall be audited annually by a qualified registered external auditor appointed by the General Assembly whose reports, thereon together with the Society's accounts shall be submitted to the first meeting of the General Assembly held after completion of such an audit.

Article 35: Annual Financial Budgets and Plans

The Board (or a Working Group designated by the Board) will receive and review annual or multi-annual financial budgets and plans. It will satisfy itself that sufficient internal processes and controls are in place to protect the assets of the Society and enable the Society to meet its legislative and fiduciary obligations in all respects.

The Board, on behalf of the Irish Red Cross, shall approve all financial budgets and plans.

Article 36: Powers of the Irish Red Cross

The Irish Red Cross shall have the power, subject to legislation:

- a) To purchase, take on lease, or otherwise acquire and hold any land or property;
- b) To receive, accept, and hold donations, endowments, and gifts of land, moneys, stocks, shares, securities and other property of whatsoever kind ;
- c) To sell, lease, or mortgage any land vested in the Irish Red Cross, and to sell or mortgage stocks, shares, securities and other property of whatsoever kind held by the Irish Red Cross ;
- d) To borrow or raise money with or without security for any of the purposes of the Irish Red Cross;
- e) To invest all moneys and funds of the Irish Red Cross, which are not immediately required to be expended for the purposes of the Irish Red Cross and which the Board think proper to be invested;
- f) To accept, in accordance with its objects and functions, restricted or unrestricted contributions, donations, gifts and assistance in any form from individuals, the

public authorities, and private or public bodies. It may accept as agent or trustee any funds or property in trust or earmarked for particular use, provide that such use is within the general scope of its objects and functions and does not violate the Fundamental Principles;

- g) To undertake, execute and perform any trusts or conditions affecting any real or personal property of any description deemed likely to be useful for the purposes of the Irish Red Cross;
- h) To open and administer bank accounts on behalf of the Irish Red Cross.

The Board shall exercise the above powers on behalf of the Irish Red Cross and subject to such terms, conditions and general policies as may be set out from time to time by the General Assembly in accordance with the terms of this Constitution, the Operating Rules and Procedures and any legal requirements;

Donations directly stemming from revenues of activities contrary to the Fundamental Principles shall not be accepted.

Article 37: Accounts of Areas and Branches

All Areas and Branches will prepare annual accounts for the period of January 1st – December 31st. There will be an independent examination of those accounts by a registered auditor. Those accounts will form the Yearly return which will be sent to the Secretariat of the Irish Red Cross no later than the second week of February each year. A duplicate return will be sent to the Area Committee. These accounts will form part of the Irish Red Cross Annual Consolidated Financial Statements.

Article 38: Area and Branch Bank Accounts

1. Each Area Committee shall open an approved bank account(s) in the name of the Irish Red Cross and all moneys shall be lodged to this (or these account(s)). Approval shall be by the Board or Finance Working Group.
2. The Area Committee will be the primary financial centre for its Branches. Only in exceptional circumstances, and with the approval of the General Assembly, will a new Branch hold a bank account.
3. All new bank accounts will be opened by the Secretariat of the Irish Red Cross on behalf of the Area or Branch.
4. This account shall at all times hold the signatories of the Officers of the Area or Branch, one signature of a member of the Board and one signature of a member of the senior Secretariat staff.
5. Payments on behalf of the Branch or Areas shall be made by cheque (or other acceptable means-such as electronic transfers or credit transfers) to be signed/approved by any two of the four Honorary Officers of the Area or Branch.
6. The Area or Branch shall not have the authority to create a bank overdraft or borrow money without the written authority of the Board.
7. The Area or Branch shall not have a negative bank account balance.

Article 39: Inspection of Books of Areas and Branches

The books of each Branch and Area Committee shall at reasonable times and after reasonable notice be open for inspection by any person duly authorised by the Board of Directors for that purpose. An Area or Branch which refuses or fails to send half yearly and Annual financial returns to the Secretariat of the Irish Red Cross after the Board of Directors has communicated with the Area Committee in the manner prescribed, may be declared by the Board of Directors to cease to be a Branch of the Irish Red Cross and all moneys, books and accounts shall thereupon be transferred to the Head Office of the Irish Red Cross.